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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

**AMENDMENT TO
OIL AND GAS LEASE**

STATE OF TEXAS

§

COUNTY OF TARRANT

§

§

WHEREAS, an Oil and Gas Lease dated June 1, 2006, was granted by Martin Sprocket & Gear, Inc. ("Lessor"), to FSOC Gas Co., Ltd., as evidenced by Memorandum of Oil and Gas Lease and Financing Statement (the "Memorandum"), being recorded at Document No. D207003392, Official Public Records, Tarrant County, Texas (the "Lease").

WHEREAS, the Lease is now owned by Chesapeake Exploration, L.L.C. ("Lessee"); and

WHEREAS, it is the mutual desire of Lessor and Lessee to amend the Lease as more specifically provided for herein:

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree that the Lease is amended as follows:

1. The following provision is hereby inserted at the conclusion of Paragraph 1 of the Lease and at the conclusion of the description of the leased premises in the Memorandum to more particularly describe the lands covered thereby:

In addition to the herein described land, this Lease and the term "leased premises" also covers accretions and any small strips or parcels of land, or any vacancies or excess acreage, including streets, roadways and strips and gores, now or hereafter owned by Lessor which are contiguous or adjacent to the herein-described land, and, for the above-described consideration, Lessee agrees to execute at Lessee's request any additional or supplemental instruments for a more complete or accurate description of the land so covered. For the purpose of determining the amount of any shut-in royalties hereunder, the number of gross acres herein-specified shall be deemed correct, whether actually more or less.

1/2
Lessor ←
gm

153.216

2. The term "Retained Tract" as used in Paragraphs 7 and 13 of the Lease is hereby amended to be the 150.643-acre pooled unit for the Martin Sprocket #1H Unit as identified by the plat attached hereto as Exhibit "A."

EXCEPT as amended hereby, the Lease shall remain in full force and effect according to its original terms, and Lessor acknowledges the Lease, as amended hereby, to be valid, subsisting and in full force and effect.

This Amendment to Oil and Gas Lease may be executed in multiple counterparts, each of which when so executed shall be deemed an original, but all of which when taken together shall constitute one and the same instrument

Executed this 21st day of May, 2008.

LESSOR:

MARTIN SPROCKET & GEAR, INC.

By: *Gary C. Martin*
Gary C. Martin, Vice Chairman

Chesapeake Exploration, LLC
as Successor in interest to
Chesapeake Exploration Limited
Partnership
An Oklahoma Limited Liability Company

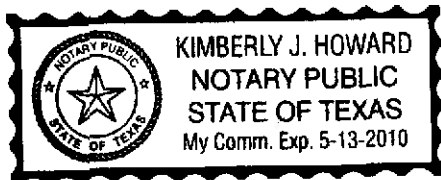
By: *[Signature]* TRP

Henry J. Hood, Sr. Vice President-Land and Legal &
General Counsel

ACKNOWLEDGMENTS

STATE OF TEXAS §
COUNTY OF TARRANT §

This instrument was acknowledged before me on this 21st day of May, 2008, by GARY C. MARTIN, Vice Chairman of Martin Sprocket & Gear, Inc., on behalf of said corporation in such capacity.



Notary Public Signature: *Kimberly J. Howard*
Printed Name of Notary: Kimberly J. Howard

(Seal) Commission Expires _____

OKLAHOMA
STATE OF TEXAS §
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on the 29 day of May, 2008 by HENRY HOOD VICE-PRESIDENT of Chesapeake Exploration, L.L.C., on behalf of said limited liability company in such capacity.



Notary Public Signature: [Signature]
Printed Name of Notary: SARAH PRUITT

(Seal) Commission Expires _____

\\Server\Docs\Chesapeake\White Area Prospect\LeaseAmendment\MartinSprocket.doc

LINE	BEARING	LENGTH
L1	N00°00'36"W	255.26
L2	N89°40'41"W	359.56
L3	S00°00'24"W	224.39
L4	S89°59'50"W	317.71
L5	N00°00'19"W	377.40
L6	N89°48'10"W	231.92
L7	N00°00'47"E	100.07
L8	N89°47'13"W	231.85
L9	N00°00'18"W	101.75
L10	N48°25'47"W	159.85
L11	S41°34'13"W	348.24
L12	N00°01'28"E	314.81
L13	S89°49'48"E	131.00
L14	N00°10'14"E	30.00
L15	S89°49'48"E	82.32
L16	N00°17'00"E	48.80
L17	S00°10'00"E	55.61
L18	S89°50'00"W	323.39

REGISTERED PROFESSIONAL SURVEYORS

HERBERT S. BEASLEY

LAND SURVEYORS L.P.

• LAND • TOPOGRAPHIC
• CONSTRUCTION SURVEYINGP. O. BOX 8873
FORT WORTH, TEXAS 76124METRO 817-425-0184
FAX 817-448-5488M. Arocha Survey
A-2J. Asbury Survey
A-50L. Oldham Survey
A-1199

Martin Sprocket Acres

1. Bell Walnut Community - 1.642 ac.
2. Donald Currie - 0.808 ac.
3. Nellie Wilkerson - 0.842 ac.
4. T. Steven McLaughlin - 1.052 ac.
5. Sutherland Investments LLC - 4.132 ac.
6. Lodge Properties II LP - 0.800 ac.
7. Jimmy T. Evans - 1.049 ac.
8. Martin Sprocket & Gear Inc. - 33.170 ac.
9. Sutamantis Family Limited Partnership - 8.693 ac.
10. SPS Family Partnership - 12.136 ac.
11. Coral Stone Community - 0.414 ac.
12. E & J Wilson Limited Partnership - 1.968 ac.
13. Bluebonnet Hills Community - 76.450 ac.
14. Ingram Community - 1.415 ac.
15. Byers & McCart Community - 8.647 ac.

Total Acres - 153.216 ac.

T.B. Taylor Survey
A-1539

Prepared 19 May 2008

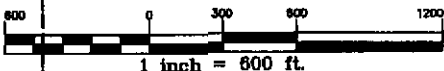
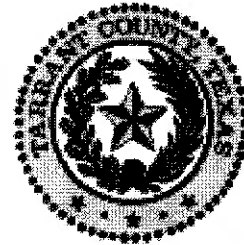
Thomas B. McConne Survey
A-1033Chesapeake Operating, Inc.
ThorntonChesapeake Operating, Inc.
AnimalBasis of bearings: NAD27 Texas North Central Zone.
Grid Scale Factor: 0.9998838328

Exhibit B

CHESAPEAKE OPERATING, INC.
153.216 Acre Martin-Sprocket

CHK-Martin-Sprocket UNIT.dwg



CHESAPEAKE ENERGY CORP
P O BOX 18496
SARAH PRUITT
OKLAHOMA CITY OK 73154
Submitter: TERRY HARRIS

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 05/30/2008 10:44 AM
Instrument #: D208201644
OPR 5 PGS \$28.00

By: _____



D208201644

**ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.**

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